

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT CORP.
and LAW DEBENTURE TRUST COMPANY OF
NEW YORK,

Plaintiffs,

v.

NORTHWESTERN CORPORATION,

Defendant.

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

v.

MIKE J. HANSON and ERNIE J. KINDT,

Defendants.

Civil Action No. 04-1494-JJF

Civil Action No. 05-499-JJF

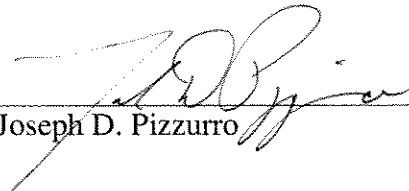
STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

JOSEPH D. PIZZURRO, being duly sworn, deposes and says:

1. I have been admitted pro hac vice to the bar of this Court and am a member of the firm of Curtis, Mallet-Prevost, Colt & Mosle LLP, counsel for defendant NorthWestern Corporation ("NorthWestern") in this matter. I submit this affidavit in support of NorthWestern's Reply Memorandum in Support of its Motion for Summary Judgment pursuant to Fed. R. Civ. P. 56.

2. Attached as Exhibit 1 is a true and correct copy of excerpts from the deposition of Paul A.

Marcus dated November 13, 2007.



Joseph D. Pizzurro

Sworn to before me this
14th day of January 2008



Notary Public

LYNN M. MOONEY
Notary Public, State of New York
No. 01MO4841073
Qualified in Queens County
Certificate Filed in New York County
Commission Expires June 30, 2011